

# **EXHIBIT C**

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March 26, 2007

*By Facsimile*

Bruce D. Angiolillo, Esq.,  
Simpson Thacher & Bartlett LLP,  
425 Lexington Avenue,  
New York, NY 10017-3954.

Re: Tax Protection Agreement

Dear Bruce:

Thank you for your March 23, 2007 letter. A few issues that still need to be discussed, which unfortunately have still not been addressed in your letter:

*First*, we are disappointed that EOP and Blackhawk Parent have still not provided Mr. Spieker with the information that is due to him. We would think it obvious that the agreement to "negotiate in good faith to resolve any disagreements regarding any breach" would include providing necessary information about how to calculate the damages flowing from the breach. Indeed, we cannot fathom how the parties can negotiate, in good faith, without this information. Obviously, your clients will have to provide this information at some time. When will Mr. Spieker be receiving this information?

*Second*, the suggestion that the parties meet before Mr. Spieker obtains the information that he has been requesting for over a month is peculiar. The information obviously relates to the damages flowing from the breach. Nevertheless, as a sign of Mr. Spieker's good faith, Mr. Spieker and his counsel can be available for a conversation on

Bruce D. Angiolillo, Esq.

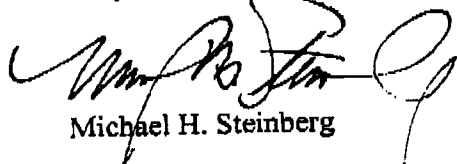
Thursday, March 29<sup>th</sup> (before 3 p.m. Pacific) or Friday, March 30<sup>th</sup> (before 11 a.m. Pacific).

*Third*, we do not understand why we have yet to receive a list of accounting firms that EOP, Blackhawk and their affiliates use. Is there a reason why you are delaying providing this information?

*Finally*, we have just learned that EOP delayed in paying on \$60 million in certain units that Mr. Spieker has donated to the Silicon Valley Foundation. Despite the fact that all of the papers were timely submitted, the merger consideration was not provided until March 20, 2007, considerably later than when the amounts were due. We would like to understand why the amounts due were delayed, and what EOP plans to do to rectify this. It serves no one to cheat a charity out of the full amount of the gift.

Please let us know if the dates suggested above work.

Very truly yours,



Michael H. Steinberg

cc: Ned Spieker

Alison S. Ressler  
(Sullivan & Cromwell LLP)